

THE
GREENBRIER
COMPANIES

0100480016

The Greenbrier Companies

One Centerpointe Drive, Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. **19165** FILED 1425

January 4, 1995

JAN 10 1995 -3 20 PM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of March 1, 1994, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Interail, Inc.
One Foxfield Square, Suite 200
St. Charles, IL 60174-5732

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) 40' 6" 100-ton copper boxcars bearing marks and numbers as follows: NOKL 77020 through NOKL 77069, inclusive.

Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

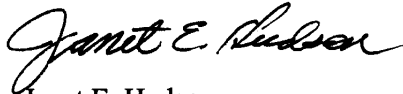
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

Mr. Vernon A. Williams
January 4, 1995
Page 2

A short summary of the enclosed primary document to appear in the
Commission's Index is:

Memorandum of Lease Agreement dated as of March 1, 1994 between
Greenbrier Railcar, Inc., Lessor, and Interail, Inc., Lessee, covering
fifty (50) 40' 6" 100-ton copper boxcars bearing marks and numbers as
follows: NOKL 77020 through NOKL 77069, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant - Legal

jeh
Enclosure

cc: Robert W. Alvord, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JANUARY 10, 1994

JANET E. HUDSON
ADMINISTRATIVE ASSISTANT LEGAL
THE GREENBRIER COMPANIES
ONE CENTERPOINTE DRIVE SUITE 200
LAKE OSWEGO OR 97035

Dear MS. HUDSON:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/94 at 3:20PM, and assigned recordation number(s). 19165 and 19166

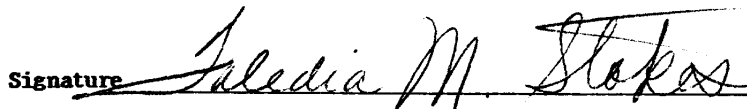
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19165

RECORDATION NO. _____ FILED 1425

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("LESSOR")

AND

INTERAIL, INC. ("LESSEE")

MARCH 1, 1994

Memorandum of a Lease Agreement made and entered into as of March 1, 1994 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Interail, Inc., a Kansas corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifty (50) 40' 6" 100-ton copper boxcars bearing NOKL marks and numbers as follows:

NOKL 77020 through NOKL 77069

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER RAILCAR, INC.

By: Norman M. Webb

Title: Vice President

LESSEE: INTERAIL, INC.

By: Thomas W. Harvey

Title: VP Marketing

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 30th day of December, 1994, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Illinois)
) ss.
COUNTY OF De Wuege)

On this 22nd day of December, 1994, before me personally appeared Thomas Harvey, to me personally known, who being by me duly sworn, says that he is the Vice President Marketing of Interail, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Barbara A. Unger
NOTARY PUBLIC

My commission expires:
12-15-97